

EXHIBIT 1

7/10/2020

RE: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

RE: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

From: Kim, Hoori <hokim@cgsh.com>

Sent: Wed, Mar 20, 2019 at 1:56 pm

To: russell@russelljohnsonlawfirm.com

Cc: O'Neal, Sean A., Barefoot, Luke A., Rosenbloom, Chelsey, Lanzkron, Joseph, Allen, Charles W.

Hi Russell,

Please see our responses in line below. Let us know if you have further questions.

Best,
Hoori

Hoori Kim | Law Clerk
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza, New York NY 10006
T: +1 212 225 2392
hokim@cgsh.com | clearygottlieb.com

From: russell@russelljohnsonlawfirm.com [mailto:russell@russelljohnsonlawfirm.com]
Sent: Sunday, March 17, 2019 2:52 PM
To: Kim, Hoori <hokim@cgsh.com>
Cc: O'Neal, Sean A. <soneal@cgsh.com>; Barefoot, Luke A. <lbarefoot@cgsh.com>; Rosenbloom, Chelsey <crosenbloom@cgsh.com>; Russell Johnson <russell@russelljohnsonlawfirm.com>
Subject: RE: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

Thank you. I have reviewed the Sale pleadings, the Asset Purchase Agreement, the First Amendment to the APA and the Services Agreement to ascertain the responsibility for paying Occupancy Expenses, which includes utility expenses, from 2/11/19 to 4/12/19.

1. Schedule 1.1(d) Properties [IP/Ground Lease Property] - Has the Purchaser purchased these store locations?

These are properties subject to designation rights (they are also listed on 1.1(o)), and decisions have not yet been made as to all leases.

2. Schedule 1.1(m) Properties [GOB Leases] - 61 stores on this Schedule.

a. It appears that the Debtors are responsible for Occupancy Expenses at a store on this Schedule until a going out of business sale ends. Is that correct?

b. Then, it appears that the Purchaser is responsible for Occupancy Expenses at a store on this Schedule from the date the going out of business sale ends and up to the Designation Rights Deadline [Currently 4/12/19], unless the applicable store lease is rejected earlier per agreement of the parties. Is that correct?

Correct that the Debtors bear occupancy expenses until the end of the GOB process, and then they're ours through the applicable Designation Rights Period (ending earlier if we choose to reject).

3. Schedule 1.1(n) Properties [GOB Owned] - It appears that the Purchaser already owns these properties and is responsible for utility charges from 2/11/19 forward. Is that correct?

7/10/2020

RE: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

Seller bears all Expenses during the GOB period under the Seller retained occupancy agreement.

4. Schedule 1.1(o) Properties [Operating Leases] - It appears that the Purchaser is responsible for Occupancy Expenses for these stores from 2/11/19 to Designation Rights Deadline [Currently 4/12/19]. Is that correct?

Buyer is responsible for Occupancy Expenses (either directly paying or reimbursing) from Closing through the applicable Designation Rights Period (ending earlier if we choose to reject).

5. Schedule 1.1(p) Properties [Operating Owned Properties] - It appears that the Purchaser already owns these properties and is responsible for utility charges from 2/11/19 forward. Is that correct?

Correct, for Operating Owned Properties, Buyer is solely responsible from and as of Closing.

6. Schedule 1.1 (q) Properties [Sparrow Properties] - It is not clear, but it appears that the Purchaser owns these properties. Is that correct?

Correct, Buyer owns these.

Thank you for your assistance.

-----Original Message-----

From: "Kim, Hoori" <hokim@cgsh.com>

Sent: Thursday, March 14, 2019 9:32pm

To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>

Cc: "O'Neal, Sean A." <soneal@cgsh.com>, "Barefoot, Luke A." <lbarefoot@cgsh.com>,

"Rosenbloom, Chelsey" <crosenbloom@cgsh.com>

Subject: RE: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

Hi Russell,

Thanks for your email. All of our teams are in the process of reviewing contracts and leases following the Closing. Since the Buyer has 60 days after the Closing to review the contracts and leases under the APA, the process is still ongoing. We have forwarded your request to the team reviewing these, and someone will reach out again at the right time.

Let us know if you have any further questions.

Best,
Hoori

Hoori Kim | Law Clerk
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza, New York NY 10006
T: +1 212 225 2392
hokim@cgsh.com | clearygottlieb.com

From: russell@russelljohnsonlawfirm.com [<mailto:russell@russelljohnsonlawfirm.com>]
Sent: Thursday, March 14, 2019 12:42 PM

7/10/2020

RE: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

To: Liman, Lewis J.; O'Neal, Sean A.; Barefoot, Luke A.; Mainoo, Abena
Cc: Russell Johnson <russell@russelljohnsonlawfirm.com>
Subject: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

It is my understanding that your firm represents Transform Holdco LLC, the Purchaser of certain of the above-referenced Debtors' assets.

My firm represents a number of utility companies in this case (see a listing below) and I have been trying to ascertain if your client should have taken over utility service for some or all of the locations purchased. The store number list attached to the sale pleadings was not helpful in identifying the service addresses. Do you have a copy of a list that identifies the properties by service address? (I have made a similar request to Debtors' counsel, but have not received anything in response).

Debtors' counsel has only identified two locations with Baltimore Gas & Electric Company ("BGE") and two with the City of Ocala, Florida (the "City") that should have been taken over, but it seems unlikely that those are the only locations that the Purchaser has taken over since the February 11, 2019 sale closing. Moreover, the Purchaser has not contacted BGE or the City to take over the utility service for the locations that the Debtors have identified.

Any assistance you can provide regarding these transition issues would be appreciated.

Appalachian Power Company, Indiana Michigan Power Company, Kentucky Power Company, Kingsport Power Company, Ohio Power Company, Public Service Company of Oklahoma and Southwestern Electric Power Company (collectively, "AEP"), Arizona Public Service Company, Baltimore Gas and Electric Company, Commonwealth Edison Company, PECO Energy Company, The Potomac Electric Power Company, Delmarva Power & Light Company, Atlantic City Electric Company, City of Ocala, Florida, Consolidated Edison Company of New York, Inc., Orange & Rockland Utilities, Virginia Electric and Power Company d/b/a Dominion Energy Virginia, The Dominion East Ohio Gas Company d/b/a Dominion East Ohio, Connecticut Light & Power Company, Public Service Company of New Hampshire, Yankee Gas Services Company, NStar Electric Company, Eastern Massachusetts, NStar Electric Company, Western Massachusetts, West Penn Power Company, Monongahela Power Company, Potomac Edison Company, Toledo Edison Company, Metropolitan Edison Company, Jersey Central Power & Light Company, Pennsylvania Electric Company, The Cleveland Electric Illuminating Company, Ohio Edison Company, Pennsylvania Power Company, Florida Power & Light Company, Georgia Power Company, Boston Gas Company, Colonial Gas Company, KeySpan Energy Delivery Long Island, KeySpan Energy Delivery New York, Massachusetts Electric Company, Narragansett Electric Company, Niagara Mohawk Power Corporation, New York State Electric and Gas Corporation, Rochester Gas & Electric Corporation, Salt River Project, San Diego Gas and Electric Company, Southern California Gas Company, Sacramento Municipal Utility District, Southern California Edison Company, Tucson Electric Power Company, UNS Electric, Inc., UNS Gas, Inc. and Public Service Electric and Gas Company

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861
Fax: 804-749-8862
Email: russell@russelljohnsonlawfirm.com

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7/10/2020

RE: In re Sears Holdings Corporation, et.al., JA Case No. 18-23538

advise the sender immediately by reply e-mail and delete this message and any attachments without retaining a copy.

Throughout this communication, "Cleary Gottlieb" and the "firm" refer to Cleary Gottlieb Steen & Hamilton LLP and its affiliated entities in certain jurisdictions, and the term "offices" includes offices of those affiliated entities.

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Throughout this communication, "Cleary Gottlieb" and the "firm" refer to Cleary Gottlieb Steen & Hamilton LLP and its affiliated entities in certain jurisdictions, and the term "offices" includes offices of those affiliated entities.

-----Original Message----- Doc 8315-1 Filed 07/20/20 Entered 07/20/20 12:00:17 Exhibit 1
18172538
From: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Sent: Wednesday, April 10, 2019 9:48am
To: "Lewitt, Alex" <alexander.lewitt@weil.com>, "Fail, Garrett" <garrett.fail@weil.com>
Cc: "Russell Johnson" <russell@russelljohnsonlawfirm.com>, "John Craig" <john@russelljohnsonlawfirm.com>
Subject: Sears/Kmart

Alex,

I received your voice mail message regarding a possible adjournment of the 4/19 hearing date. I am discussing that with my clients.

The initial questions I received from my clients were:

1. Will the 4/12 deadline for the Purchaser to make a final decision regarding assumption/assignment of the leases remain or do the parties expect that date to be extended?
2. Have any of the amounts in the Adequate Assurance Account for the Utilities been removed? If so, what amounts as they pertain to my clients?
3. If the amounts in the Adequate Assurance Account for my clients have not been removed, can the Debtors agree to have those amounts remain in the Adequate Assurance Account until the adjourned hearing date?

Thank you for your assistance.

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861
Fax: 804-749-8862
Email: russell@russelljohnsonlawfirm.com

In re Sears Holdings Corporation, et.al. JA Case No. 18-23538 Public Service Electric and Gas Company Notice of Default

From: john@russelljohnsonlawfirm.com <john@russelljohnsonlawfirm.com>

Sent: Fri, Apr 26, 2019 at 11:19 am

To: alexander.lewitt@weil.com, garrett.fail@weil.com

Cc: russell@russelljohnsonlawfirm.com, john@russelljohnsonlawfirm.com

Kmart #9413 acct 3009 due April 23.pdf (729.4 KB) Kmart acct 4006 due April 15.pdf (922.6 KB)

Sears acct 0207 due April 16.pdf (1.1 MB) Sears acct 1802 due May 3.pdf (957.9 KB)

Sears acct 2505 due April 26.pdf (920.3 KB) Sears acct 2602 due April 16.pdf (948.8 KB)

Sears acct 3008 due May 1.pdf (1 MB) Sears acct 4008 due April 25.pdf (909.4 KB)

Sears acct 7402 due May 9.pdf (725.1 KB) - Download all

Paragraph 12 of the Motion of Debtors Requesting Entry of an Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment To Utility Providers, (II) Establishing Procedures For Determining Adequate Assurance of Payment For Future Utility Services, and (III) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing Utility Service (the "Utility Motion") (Docket No. 196) and Section 7 of the Utility Order [Docket No. 461] provide that if the Debtors fail to pay a utility bill when due, the utility shall provide notice of the default to the Debtors.

If within five (5) business days of the Debtors' receipt of such notice, the bill is not paid, the utility may file an application with the Court certifying the payment has not been made and requesting the amount due up to the Adequate Assurance Deposit allocable to the utility.

This email is the Debtors' notice that they are in default of the following attached invoices totaling \$55,819.41 from Public Service Electric and Gas Company ("PSE&G"): (i) Acct. No. [REDACTED] 4008 in the amount of \$43.92 due by 4/25/19; (ii) Acct. No. [REDACTED] 2602 in the amount of \$8,975.50 due by 4/16/19; (iii) Acct. No. [REDACTED] 0207 in the amount of \$45,955.38 due by 4/16/19; (iv) Acct. No. [REDACTED] 4006 in the amount of \$209.47 due by 4/15/19; and (v) Acct. No. [REDACTED] 3009 in the amount of \$635.14 due by 4/23/19.

Additionally, PSE&G has issued the following bills to the Debtors that are not yet past-due: (i) Acct. No. [REDACTED] 1802 in the amount of \$14,360.96 due by 5/2/19; (ii) Acct. No. [REDACTED] 2505 in the amount of \$13,085.52 due by 4/26/19; (iii) Acct. No. [REDACTED] 3008 in the amount of \$433.50 due by 5/1/19; and (iv) Acct. No. [REDACTED] 7402 in the amount of \$46.29 due by 5/9/19.

There is \$155,743 in the Adequate Assurance Account for PSE&G.

Thank you, John Craig

John M. Craig
Law Firm of Russell R. Johnson III, PLC
14890 Washington Street
Haymarket, Virginia 20169
Telephone: (571) 261-5641
Facsimile: (571) 261-5642

Sears/Kmart - Public Service Electric and Gas Company (PSE&G)

From: russell@russelljohnsonlawfirm.com <russell@russelljohnsonlawfirm.com>

Sent: Wed, May 15, 2019 at 8:56 am

To: Lewitt, Alex

Cc: Russell Johnson

Copy of Kmart Spreadsheet as of 5.15.2019.xls (82.8 KB) Copy of Sears as of 5.15.2019.xls (126.6 KB)

- Download all

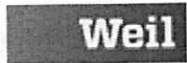
Attached are charts that list the Debtors' active accounts with Sears and Kmart. There are quite a few on these lists.

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861
Fax: 804-749-8862
Email: russell@russelljohnsonlawfirm.com

-----Original Message-----

From: "Lewitt, Alex" <Alexander.Lewitt@weil.com>
Sent: Thursday, September 26, 2019 2:27pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Sears/Kmart Account List

My understanding based on discussions with the Transform is that all of the Debtors' accounts have now either been closed or transferred. Have you checked in with your clients recently?



Alexander Lewitt
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Alexander.Lewitt@weil.com
+1 212 310 8608 Direct
+1 917 703 0763 Mobile
+1 212 310 8007 Fax

From: russell@russelljohnsonlawfirm.com <russell@russelljohnsonlawfirm.com>
Sent: Thursday, September 26, 2019 2:24 PM
To: Lewitt, Alex <Alexander.Lewitt@weil.com>
Cc: Russell Johnson <russell@russelljohnsonlawfirm.com>; John Craig <john@russelljohnsonlawfirm.com>
Subject: Sears/Kmart Account List

Before the last adjournment, you indicated that the Debtors were creating a list of accounts that should still be the Debtors' accounts. Was that list ever finalized? If so, please forward that list so that my clients can actively start closing any accounts not on that list.

Thank you for your assistance.

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861

Fax: 804-749-8862

Email: russell@russelljohnsonlawfirm.com

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-----Original Message----- Doc 8315-1 Filed 07/20/20 Entered 07/20/20 12:00:17 Exhibit 1
From: "Lewitt, Alex" <Alexander.Lewitt@weil.com> Pg 11 of 24
Sent: Monday, September 30, 2019 6:33pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Subject: RE: Sears/Kmart

Thanks, Russ. I'm currently out of the office for the holidays. I'll be back on Wednesday and will give you a call then.

Weil

Alexander Lewitt
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Alexander.Lewitt@weil.com
+1 212 310 8608 Direct
+1 917 703 0763 Mobile
+1 212 310 8007 Fax

From: russell@russelljohnsonlawfirm.com <russell@russelljohnsonlawfirm.com>
Sent: Monday, September 30, 2019 6:20 PM
To: Lewitt, Alex <Alexander.Lewitt@weil.com>
Subject: Sears/Kmart

As previously requested, is there a list of accounts that should still be in the Debtors' name? As I mentioned in my voice mail, almost all of my clients still have numerous accounts that the Debtors have not closed and the purchaser or landlord have not taken over.

If accounts should no longer be in the Debtors' name, I just need to know or the Debtors need to close them.

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861
Fax: 804-749-8862
Email: russell@russelljohnsonlawfirm.com

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10/7/2019

Public Service Electric and Gas Company - Kmart Invoices

Pg 13 of 24

Public Service Electric and Gas Company - Kmart Invoices

From: russell@russelljohnsonlawfirm.com <russell@russelljohnsonlawfirm.com>

Sent: Mon, Oct 7, 2019 at 11:37 am

To: Lewitt, Alex

Cc: John Craig, Russell Johnson

due 10-11.pdf (1.3 MB) due 10-14 2.pdf (1.2 MB) due 10-14 3.pdf (1.2 MB) due 10-14.pdf (1.3 MB)
due 10-15.pdf (1.2 MB) — **Download all**

Attached are five invoices that will come due over the next week. As I still have not received the list of Debtors' accounts that I have been asking for, PSEG has no idea if the Debtors, the purchaser, or some landlord owes these bills. Can you let me know if these are accounts that are Debtors' accounts or do these belong to Transform?

Thank you for your assistance.

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861
Fax: 804-749-8862
Email: russell@russelljohnsonlawfirm.com

-----Original Message-----

From: "Kim, Hoori" <hokim@cgsh.com> Filed 07/20/20 Entered 07/20/20 12:00:17 Exhibit 1
Sent: Thursday, October 17, 2019 5:24pm Pg 14 of 24
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Klug, Keith" <keith.klug@searshc.com>, "Natalie.sujak@searshc.com" <natalie.sujak@searshc.com>,
"Lewitt, Alex" <alexander.lewitt@weil.com>, "Huff, Andrea" <andrea.huff@searshc.com>, "Barefoot, Luke
A." <lbarefoot@cgsh.com>, "Rosenbloom, Chelsey" <crosenbloom@cgsh.com>
Subject: RE: Sears and Kmart active accounts with American Electric Power

Hi Russell,

We have confirmed that there appear to be no outstanding balances under the accounts that you flagged, so we are not sure where your concern is coming from, and we can let your clients know when the transfer is complete.

Best,
Hoori

Hoori Kim
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza, New York NY 10006
T: +1 212 225 2392
hokim@cgsh.com | clearygottlieb.com

From: russell@russelljohnsonlawfirm.com [mailto:russell@russelljohnsonlawfirm.com]
Sent: Wednesday, October 16, 2019 6:39 PM
To: Kim, Hoori <hokim@cgsh.com>
Cc: Klug, Keith <keith.klug@searshc.com>; Natalie.sujak@searshc.com; Lewitt, Alex <alexander.lewitt@weil.com>; Huff, Andrea <andrea.huff@searshc.com>; Barefoot, Luke A. <lbarefoot@cgsh.com>; Rosenbloom, Chelsey <crosenbloom@cgsh.com>
Subject: RE: Sears and Kmart active accounts with American Electric Power

My clients need to know who is responsible for the payment of their charges. Neither Transform nor the Debtors have been helpful in this process. It is not as difficult as you make it seem.

Over the past 6 months my clients and I have provided lists of the accounts to the Debtors and Engie to accomplish this task.

Are you saying that your client does not know which service locations they purchased?

-----Original Message-----

From: "Kim, Hoori" <hokim@cgsh.com>
Sent: Wednesday, October 16, 2019 5:01pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Klug, Keith" <keith.klug@searshc.com>, "Natalie.sujak@searshc.com" <natalie.sujak@searshc.com>, "Lewitt, Alex" <alexander.lewitt@weil.com>, "Huff, Andrea" <andrea.huff@searshc.com>, "Barefoot, Luke A." <lbarefoot@cgsh.com>, "Rosenbloom, Chelsey" <crosenbloom@cgsh.com>
Subject: RE: Sears and Kmart active accounts with American Electric Power

Hi Russell,

As we previously noted, all transfer of utility accounts need to be done in a single batch and the Transform team can let you know once this process is complete. While the utility companies may receive inquiries from Engie during this process, Transform does not have the capacity to field one off requests from individual utility providers while the transfer process is underway for all 3000+ accounts.

Best,
Hoori

Hoori Kim
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza, New York NY 10006
T: +1 212 225 2392
hokim@cgsh.com | clearygottlieb.com

From: russell@russelljohnsonlawfirm.com [mailto:russell@russelljohnsonlawfirm.com]
Sent: Wednesday, October 16, 2019 10:26 AM
To: Kim, Hoori <hokim@cgsh.com>
Cc: Klug, Keith <keith.klug@searshc.com>; Natalie.sujak@searshc.com; Lewitt, Alex <alexander.lewitt@weil.com>; Huff, Andrea <andrea.huff@searshc.com>; Barefoot, Luke A. <lbarefoot@cgsh.com>; Rosenbloom, Chelsey <crosenbloom@cgsh.com>
Subject: RE: Sears and Kmart active accounts with American Electric Power

Can you let me know how many of the 28 American Electric Power accounts that remain in the Debtors' name on the attached chart are accounts that Transform is responsible for?

Thank you for any assistance you can provide.

-----Original Message-----

From: "Kim, Hoori" <hokim@cgsh.com>
Sent: Wednesday, October 2, 2019 2:41pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Klug, Keith" <keith.klug@searshc.com>, "Cecilia Baesa" <cecilia.baesa@sce.com>, "Brian Liivoja" <brian.liivoja@sce.com>, "Natalie.sujak@searshc.com" <natalie.sujak@searshc.com>, "Lewitt, Alex" <alexander.lewitt@weil.com>, "Huff, Andrea" <andrea.huff@searshc.com>, "Barefoot, Luke A." <lbarefoot@cgsh.com>, "Rosenbloom, Chelsey" <crosenbloom@cgsh.com>
Subject: RE: Sears and Kmart active accounts

Hi Russell,

The transfer needs to be done in a complete and systematic manner and Transform has engaged an industry expert, Engie, to expedite that process and complete it as quickly as possible and in an organized fashion. We understand that your clients have reached out but the transfer is not done on an ad hoc basis and needs to be done universally for all utilities being transferred to Transform so we're working through it as quickly and efficiently as possible and Engie's process is underway.

In addition, the list of the remaining debtor locations should be provided by debtors.

Best,
Hoori

Hoori Kim
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza, New York NY 10006
T: +1 212 225 2392
hokim@cgsh.com | clearygottlieb.com

From: russell@russelljohnsonlawfirm.com [mailto:russell@russelljohnsonlawfirm.com]
Sent: Wednesday, October 2, 2019 12:56 PM
To: Kim, Hoori <hokim@cgsh.com>
Cc: Klug, Keith <keith.klug@searshc.com>; Cecilia Baesa <cecilia.baesa@sce.com>; Brian Liivoja <brian.liivoja@sce.com>; Natalie.sujak@searshc.com; Lewitt, Alex <alexander.lewitt@weil.com>; Huff, Andrea <andrea.huff@searshc.com>; Barefoot, Luke A. <lbarefoot@cgsh.com>; Rosenbloom, Chelsey <crosenbloom@cgsh.com>; Russell Johnson <russell@russelljohnsonlawfirm.com>
Subject: RE: Sears and Kmart active accounts

It really should not be that complicated. I provided Debtors' counsel with a list of contact information for each of my clients months ago. Moreover, I know that my clients have been contacting the contact people that they have been provided to get accounts transferred.

At this point, I pose this question to both Transform and the Debtors: Who has a list of the service addresses that should still be in the Debtors' name? Accounts for service addresses that are not with the Debtors should either be with Transform or a landlord if the applicable lease was rejected.

Thank you for your assistance.

-----Original Message-----

From: "Kim, Hoori" <hokim@cgsh.com>
Sent: Wednesday, October 2, 2019 12:47pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>, "Klug, Keith" <Keith.Klug@searshc.com>
Cc: "Cecilia Baesa" <cecilia.baesa@sce.com>, "Brian Liivoja" <brian.liivoja@sce.com>, "Natalie.sujak@searshc.com" <natalie.sujak@searshc.com>, "Lewitt, Alex" <alexander.lewitt@weil.com>, "Huff, Andrea" <Andrea.Huff@searshc.com>, "Barefoot, Luke A." <lbarefoot@cgsh.com>, "Rosenbloom, Chelsey" <crosenbloom@cgsh.com>
Subject: RE: Sears and Kmart active accounts

Hi Russell,

To provide you with some background to the process to transfer the utility accounts, the process was quite involved and putting together the information needed to start the process has taken substantial manpower to compile. The final list

of utility accounts being transferred was provided to Engie on September 20, and as already previewed, they are working on the process to initiate contact with all utilities and you will hear from them soon.

Also, please do not reach out to the Transform team directly without copying or going through Transform in house or Cleary Gottlieb.

Best,
Hoori

Hoori Kim
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza, New York NY 10006
T: +1 212 225 2392
hokim@cgsh.com | clearygottlieb.com

From: russell@russelljohnsonlawfirm.com [<mailto:russell@russelljohnsonlawfirm.com>]
Sent: Tuesday, October 1, 2019 10:44 AM
To: Klug, Keith <Keith.Klug@searshc.com>
Cc: Cecilia Baesa <cecilia.baesa@sce.com>; Brian Liivoja <brian.liivoja@sce.com>; Natalie.sujak@searshc.com; Lewitt, Alex <alexander.lewitt@weil.com>
Subject: RE: Sears and Kmart active accounts

Enterprise Security Team Alert: This email originated from outside of the organization. Please use caution when opening messages from external sources.

What is taking so long to get these accounts closed?

-----Original Message-----

From: "Klug, Keith" <Keith.Klug@searshc.com>
Sent: Tuesday, October 1, 2019 10:40am
To: "Cecilia Baesa" <Cecilia.Baesa@sce.com>
Cc: "Brian Liivoja" <Brian.Liivoja@sce.com>, "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>, "Natalie.sujak@searshc.com" <Natalie.sujak@searshc.com>
Subject: RE: Sears and Kmart active accounts

Cece,
Engie Insight is working on the name change project for all of our active utility accounts. The project is within a different group, not within Alie's. You will be hearing from them very shortly.
Keith

TRANSFORMCO

Keith Klug | Director, Energy
3333 Beverly Road A2-347-A | Hoffman Estates, IL 60179
Keith.Klug@searshc.com | ☎ (224) 242-0499

From: Cecilia Baesa [<mailto:Cecilia.Baesa@sce.com>]
Sent: Tuesday, October 01, 2019 9:37 AM
To: Klug, Keith <Keith.Klug@searshc.com>

Cc: Brian Liivoja <Brian.Liivoja@sce.com>; russell@russelljohnsonlawfirm.com; Natalie.sujak@searshc.com

Subject: Sears and Kmart active accounts

Enterprise Security Team Alert: This email originated from outside of the organization. Please use caution when opening messages from external sources.

Hi Keith,

Attached are the list of accounts that are still under Sears and Kmart. I sent the list to Alexandra Tietge from Engie (509-324-5231) and haven't heard from her. Please review the attached listings and advise Southern California Edison of the following information. Thank you.

1. **Accounts that should be under Sears Holding Management Company / Kmart**
2. **Accounts that must close and the closing date**
3. **Accounts turned over to the Landlord and the effective date of the turn over**

Cece Baesa

Revenue Services Organization / Bankruptcy
T 626-967-8313 / Pax 48313



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Throughout this communication, "Cleary Gottlieb" and the "firm" refer to Cleary Gottlieb Steen & Hamilton LLP and its affiliated entities in certain jurisdictions, and the term "offices" includes offices of those affiliated entities.

-----Original Message-----
From: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com> Filed 07/20/20 Entered 07/20/20 12:00:17 Exhibit 1
Sent: Friday, October 18, 2019 3:55pm Pg 19 of 24
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Lewitt, Alex" <alexander.lewitt@weil.com>, "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Public Service Electric and Gas Company - Default Notice to Sears

Need the answer to the question below for PSE&G.

-----Original Message-----
From: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Sent: Thursday, October 17, 2019 3:56pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Lewitt, Alex" <alexander.lewitt@weil.com>, "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Public Service Electric and Gas Company - Default Notice to Sears

Clarification - \$96,000 of that bill is past due, the remaining \$10,000 is due on 10/22/19.

That invoice is for charges through 9/30/19. Does that mean Transform is responsible for the entire invoice?

-----Original Message-----
From: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Sent: Thursday, October 17, 2019 3:51pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Lewitt, Alex" <alexander.lewitt@weil.com>, "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Public Service Electric and Gas Company - Default Notice to Sears

I am told that the \$23,866.65 bill on the 51 Route 1, New Brunswick, NJ Account No. [REDACTED] 0103 bill was paid, but the \$106,303.45 bill on the Willowbrook Mall Account in Wayne, NJ, Account No. [REDACTED] 1802 remains unpaid. That bill needs to be paid asap otherwise PSEG will want to proceed on 10/23.

-----Original Message-----
From: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Sent: Monday, October 14, 2019 9:59am
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Lewitt, Alex" <alexander.lewitt@weil.com>, "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Public Service Electric and Gas Company - Default Notice to Sears

Received your voice mail message.

PSE&G has received payments on past due charges, except for Sears Account No. [REDACTED] 1802 for the Willowbrook Mall Account in Wayne, NJ that has a \$106,303.45 past due balance. Is that one of the accounts that Transform has agreed to pay?

Thank you for your assistance.

-----Original Message-----

From: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Sent: Friday, October 11, 2019 3:17pm
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "Lewitt, Alex" <alexander.lewitt@weil.com>, "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Public Service Electric and Gas Company - Default Notice to Sears

Following up on this before we file the Application to make a draw on the Adequate Assurance Account for PSE&G.

Also, anything further regarding the SDGE letter of credit issues?

Thank you for your assistance.

-----Original Message-----

From: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Sent: Monday, October 7, 2019 11:07am
To: "Lewitt, Alex" <alexander.lewitt@weil.com>, "Fail, Garrett" <garrett.fail@weil.com>
Cc: "John Craig" <john@russelljohnsonlawfirm.com>, "Russell Johnson" <russell@russelljohnsonlawfirm.com>
Subject: Public Service Electric and Gas Company - Default Notice to Sears

Paragraph 12 of the Motion of Debtors Requesting Entry of an Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment To Utility Providers, (II) Establishing Procedures For Determining Adequate Assurance of Payment For Future Utility Services, and (III) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing Utility Service(the "Utility Motion")(Docket No. 196) and Section 7 of the Utility Order [Docket No. 461] provide that if the Debtors fail to pay a utility bill when due, the utility shall provide notice of the default to the Debtors.If within five (5) business days of the Debtors' receipt of such notice, the bill is not paid, the utility may file an application with the Court certifying the payment has not been made and requesting the amount due up to the Adequate Assurance Deposit allocable to the utility.This email is the Debtors' notice that they are in default of the following attachedSears Roebuck & Co invoices from Public Service Electric and Gas Company ("PSEG"). The specifics of the defaults are as follows:

1. Account No. [REDACTED] 8 02

A. 9/17/19 Invoice in the amount of \$96,150.53 - This was past due on 10/2/19.

B. 10/7/19 Final Invoice in the amount of \$106,303.45 (Includes the past due charges above) - Due date for entire balance is 10/22/19.

2. Account No. [REDACTED] 01 03

A. Invoice in the amount of \$23,866.65 with a 10/7/19 due date.

Pursuant to the Utility Order, there was \$155,743 in the Adequate Assurance Account for PSEG. It is my understanding that the Purchaser is taking the position that it owns a portion of the Adequate Assurance Account for locations that it purchased. Please let me know if the accounts listed in this default notice are account balances that should be the Purchaser's responsibility or if these balances are still the Debtors' obligation and can be paid from the Adequate Assurance Account.

Thank you for your assistance.

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861
Fax: 804-749-8862
Email: russell@russelljohnsonlawfirm.com

From: "Lewitt, Alex" <Alexander.Lewitt@weil.com>
Sent: Thursday, November 7, 2019 10:04am
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Sears/Kmart - First Energy Application

Based on the responses from Transform, they are working on transferring and/or closing these accounts. In regards to payment, it will help facilitate a faster resolution of the issues if you can provide in one email all outstanding amounts due.

Weil

Alexander Lewitt
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Alexander.Lewitt@weil.com
+1 212 310 8608 Direct
+1 917 703 0763 Mobile
+1 212 310 8007 Fax

From: russell@russelljohnsonlawfirm.com <russell@russelljohnsonlawfirm.com>
Sent: Thursday, November 7, 2019 10:01 AM
To: Lewitt, Alex <Alexander.Lewitt@weil.com>
Cc: John Craig <john@russelljohnsonlawfirm.com>
Subject: RE: Sears/Kmart - First Energy Application

Will try, but we really need to know: (1) what, if anything, the Debtors have done to try and close these accounts (you previously indicated that the Debtors were going to send the purchaser a communication on this to force them to take over their accounts); and (2) who is responsible for payment of the invoices.

-----Original Message-----

From: "Lewitt, Alex" <Alexander.Lewitt@weil.com>
Sent: Thursday, November 7, 2019 9:53am
To: "russell@russelljohnsonlawfirm.com" <russell@russelljohnsonlawfirm.com>
Cc: "John Craig" <john@russelljohnsonlawfirm.com>
Subject: RE: Sears/Kmart - First Energy Application

Russell,

Can you please send out everything in one email? In other words, can you please let me know of all outstanding items for every utility provider in one email?

Best regards,

Weil

Alexander Lewitt
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Alexander.Lewitt@weil.com
+1 212 310 8608 Direct
+1 917 703 0763 Mobile
+1 212 310 8007 Fax

From: russell@russelljohnsonlawfirm.com <russell@russelljohnsonlawfirm.com>
Sent: Wednesday, November 6, 2019 7:31 PM
To: Lewitt, Alex <Alexander.Lewitt@weil.com>
Cc: John Craig <john@russelljohnsonlawfirm.com>
Subject: Sears/Kmart - First Energy Application

I will be sending out several emails this evening regarding the final post-petition bills of the FirstEnergy entities.

The answer as to whether we amend and proceed with their Application will depend on whether the Purchaser is responsible for those charges. If you know that answer, please let me know.

As to the National Grid Application, I sent you an email regarding the final post-petition charges owed by them.

It would be appreciated if you actually respond to my emails this time. There are quite a few that you have not responded to.

Russell R. Johnson III
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, VA 23103
Phone: 804-749-8861
Fax: 804-749-8862
Email: russell@russelljohnsonlawfirm.com

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